

SHORTER NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF MEMBERS OF POKARNA ENGINEERED STONE LIMITED ("COMPANY"), WILL BE HELD ON THURSDAY, 15TH JUNE, 2023 AT 10:30 A.M (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 105, FIRST FLOOR, SURYA TOWER, SARDAR PATEL ROAD, SECUNDERABAD, TELANGANA - 500003, TO TRANSACT THE FOLLOWING BUSINESS(S):

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors report thereon.
2. To appoint a director in place of Mrs. Apurva Jain, who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and approve the Appointment of the Statutory Auditor:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139 and 149 and other applicable provisions of the companies act 2013 and the rules made there under , as amended from time to time and pursuant to the recommendation of the audit committee and the board of directors of the company , M/s S. Daga & Co. (FRN: 000669S) registered with the Institute of Chartered Accountants of India) be and are hereby appointed as Statutory Auditors to hold office from the conclusion of 22nd Annual General meeting till the conclusion of 27th Annual General Meeting to be held in year 2028 i.e for a period of 5 years commencing from the financial year 2023-24, ,at such remuneration as may be mutually agreed between the Board of directors and M/s. S. Daga & Co., Chartered accountants".

Special Business

4. To consider and approve the commission payable to the Directors who are neither the Managing Directors nor the Whole Time Directors of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

Pokarna Engineered Stone Limited

Corporate Headquarters

105, Surya Towers, First Floor, S.P. Road
Secunderabad, Telangana 500003
India. Tel: +91 040 66310111/222

CIN: U17219TG2001PLC036015
Email: contact@quantra.in Web: quantra.in

Unit 1 : 45, APSEZ, Achutapuram & Rambili Mandals
Visakhapatnam, Andhra Pradesh 531011
India. Tel: +91 8924 287 109/110/111

Unit 2 : 901-902, 908-912 Mekaguda, Nandigam
Mandal, Ranga Reddy District, Telangana 509228
India. Tel: +91 8548 690500

“RESOLVED THAT pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, in addition to sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and committees thereof, the Company be and is hereby authorized to pay to its Directors (other than a Managing Director(s) and wholetime Director(s) of the Company) for the remaining tenure of the Non-Executive Directors, commencing from April 1, 2023, such commission as the Board of Directors may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time and in default of such determination equally), but so that such commission shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013) plus taxes at applicable rate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the precise quantum of commission payable to each of such Non-Executive/Independent Directors of the Company on a year to year basis and to take such steps as may be necessary, desirable or expedient to give effect to this resolution”.

Registered office:
105, First Floor, Surya Towers,
S. P. Road, Secunderabad - 500 003.
CIN: U17219TG2001PLC036015
Date: 25th May, 2023.

By order of the Board

sd/-
Gautam Chand Jain
Managing Director
(DIN: 00004775)

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NOTE:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in an aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.

All the documents mentioned in the Notice are open for inspection at the Registered Office of the Company during the working hours between 11:00 a.m. and 1:00 p.m. except on holidays up to the date of the 22ND Annual General Meeting.

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**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
("ACT")**

Item No. 4 - Approval of commission payable to directors who are neither the Managing Directors nor the Whole time Directors of the Company

The Non-Executive Director and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, and finance. The Board is of the view that it is necessary that adequate compensation should be given to the Non-Executive Director and the Independent Directors so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

Pursuant to Section 197(7) of the Companies, Act, 2013 any payment of remuneration, in the form of profit related commission, to the Directors who are neither the Managing Directors nor the Whole-time Directors of the Company, requires the approval of Members of the Company. therefore, the Board recommends the resolution for the approval of members.

The Non-Executive Director and the Independent Directors of the Company are concerned or interested financially in the resolution since the resolution relates to payment of commission to self. Mr. Gautam Chand Jain, Mr. Rahul Jain and Mrs. Apurva Jain who are Directors are also concerned or interested financially in the resolution since the resolution relates to payment of commission to their relative. Save and except these persons, no other Director or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Registered office:
105, First Floor, Surya Towers,
S. P. Road, Secunderabad - 500 003.
CIN: U17219TG2001PLC036015
Date: 25th May, 2023.

By order of the Board

sd/-
Gautam Chand Jain
Managing Director
(DIN: 00004775)

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U17219TG2001PLC036015
Name of the company : Pokarna Engineered Stone Limited
Registered Office : 105 Surya Towers SP Road, Secunderabad – 500003, Telangana, India.

Name of the member (s):

Registered address:

E-mail Id:

I/We, being the member (s) of shares of Pokarna Engineered Stone Limited, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on Thursday, 15th June, 2023 at 10:30 AM at the Registered Office of the Company situated at 105 Surya Towers SP Road, Secunderabad – 500003, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company consisting of the Balance Sheet as at 31 st March, 2023, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors report thereon.		
2.	To appoint a Director in place of Mrs. Apurva Jain, who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To consider and approve the Appointment of the Statutory Auditor:		
4.	To consider and approve the remuneration payable to the Directors who are neither the Managing Directors nor the Whole Time Directors of the Company		

Signed this..... day of..... 2023

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

POKARNA ENGINEERED STONE LIMITED

CIN: U17219TG2001PLC036015

Registered Office: 105 Surya Towers SP Road, Secunderabad - 500003, Telangana, India.

Folio No.	Name of the shareholder
No. of Shares	Registered Address

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 22ND Annual General Meeting of the company, to be held on Thursday, 15th June, 2023 at 10:30 AM at the Registered Office of the Company situated at 105 Surya Towers SP Road, Secunderabad - 500003, Telangana, India.

SIGNATURE

Note: Please complete this and hand it over at the entrance of the venue.

Route Map:

